



# TCL ELECTRONICS HOLDINGS LIMITED

## TCL 電子控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 01070)

(the “Company”, and together  
with its subsidiaries, the “Group”)

### PROXY FORM FOR THE ANNUAL GENERAL MEETING OF THE COMPANY

I/We <sup>(1)</sup> \_\_\_\_\_  
of \_\_\_\_\_  
being the registered holder(s) of <sup>(2)</sup> \_\_\_\_\_ ordinary shares of HK\$1.00 each in the capital  
of the Company hereby appoint the chairperson of the annual general meeting of the company, or <sup>(3)</sup> \_\_\_\_\_  
of (email address) \_\_\_\_\_  
of (address) \_\_\_\_\_

as my/our proxy to attend and vote for me/us in my/our name and on my/our behalf at the annual general meeting of the Company (“Meeting”) to be held with a combination of physical meeting at 8/F, Building 22E, 22 Science Park East Avenue, Hong Kong Science Park, Shatin, New Territories, Hong Kong, Hong Kong and virtual meeting on 17 June 2022, Friday, at 2:30 p.m. (and at any adjournment thereof) for the purpose of considering, and if thought fit, passing the resolutions as set out in the notice convening the Meeting (“Notice”) and at such Meeting (and any adjournment thereof) vote for me/us in my/our name(s) and on my/our behalf in respect of the following resolutions as indicated below; and if no such indication is given, as my/our proxy(ies) think(s) fit:

	ORDINARY RESOLUTION(S)	FOR <sup>(4)</sup>	AGAINST <sup>(4)</sup>
1.	To receive and adopt the audited consolidated financial statements and the reports of the directors of the Company (“Directors”) and the independent auditor of the Company (“Auditor”) for the year ended 31 December 2021.		
2.	To declare a final dividend of HK16.70 cents per ordinary share of the Company for the year ended 31 December 2021 to be paid out of the share premium account to the shareholders of the Company whose names appear on the register of members of the Company on 8 July 2022, Friday.		
3.	To re-appoint Messrs. Ernst & Young as the Auditor and authorise the board of Directors to fix their remuneration.		
4.	(a) To re-elect Mr. SUN Li as a non-executive Director.		
	(b) To re-elect Dr. TSENG Sheng-chang Carter as an independent non-executive Director.		
5.	To authorise the board of Directors to fix the Directors’ remuneration.		
6.	To grant the general mandate to the Directors to issue or otherwise deal with unissued shares of the Company (the “General Mandate”) as set out in item 6 of the Notice.		
7.	To grant the repurchase mandate to the Directors to repurchase the shares of the Company (the “Repurchase Mandate”) as set out in item 7 of the Notice.		
8.	To extend the General Mandate by the number of shares of the Company repurchased by the Company under the prevailing Repurchase Mandate as set out in item 8 of the Notice.		
9.	To grant a specific mandate to Directors to allot and issue new shares of the Company and/or otherwise deal with unissued shares of the Company which may be required to be allotted and issued under the Share Award Scheme (as defined in the Notice) pursuant to the terms thereof not exceeding 3% of the total number of issued shares of the Company as at the date of this resolution is passed as set out in item 9 of the Notice.		

Dated \_\_\_\_\_

Signature<sup>(5)(6)(7)(8)</sup> \_\_\_\_\_

#### Notes:

- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS** as shown in the register of members of the Company. The name of all joint holders should be stated.
- Please insert the number of shares registered in your name(s). If no number is inserted, this proxy form will be deemed to relate to all the shares in the Company registered in your name(s).
- If you wish to appoint a proxy other than the chairperson of the Meeting, please strike out “the chairperson of the annual general meeting of the Company, or” and insert the name and address of the person you wish to appoint in **BLOCK CAPITALS** and his/her email address in the space provided. If you are a holder of two or more shares of the Company, you may appoint one or more proxies to attend and vote at the Meeting. **IF NO NAME IS INSERTED, THE CHAIRPERSON OF THE MEETING WILL ACT AS PROXY. ANY ALTERATION MADE TO THIS PROXY FORM MUST BE INITIALED BY THE PERSON WHO SIGNS IT.**
- IMPORTANT: IF YOU WISH TO VOTE FOR ANY RESOLUTION, PLEASE INDICATE WITH A “✓” IN THE APPROPRIATE BOX(ES) MARKED “FOR” BESIDE THE RESOLUTION. IF YOU WISH TO VOTE AGAINST THE RESOLUTION, PLEASE INDICATE WITH A “✓” IN THE APPROPRIATE BOX(ES) MARKED “AGAINST” BESIDE THE RESOLUTION.** In the absence of any such indication, the proxy(ies) will be entitled to cast his/her vote(s) or will abstain at his/her discretion. Your proxy(ies) will also be entitled to vote at his/her discretion on any resolution properly put to the Meeting other than those referred to in the Notice.
- The proxy form must be signed by you or your attorney duly authorised in writing. In the case of a corporation, this form must be executed under seal or under the hand of an officer or attorney duly authorised.
- In the case of joint holders of shares, the vote of the senior who renders a vote, whether in person or by proxy, shall be accepted to the exclusion of the vote(s) of other joint holder(s) and for this purpose seniority shall be determined by the order in which the names stand in the register of members of the Company. Several executors and administrators of a deceased member in whose name any share stands shall for such purpose be deemed joint holders thereof.
- To be valid, this proxy form together with the power of attorney (if any) or other authority (if any) under which it is signed or a notarially certified copy thereof must be deposited at the Company’s Hong Kong branch share registrar and transfer office at Tricor Tengis Limited, at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong or via the designated uniform resource locator (URL) (<https://spot-emeeeting.tricor.hk>) by using the username and password provided on the notification letter sent by the Company as soon as possible and in any event not later than 48 hours before the time appointed for holding the Meeting or any adjournment thereof.
- A proxy needs not be a member of the Company, but must attend the Meeting in person to represent you. A proxy shall be entitled to exercise the same powers on behalf of a member who is an individual and for whom he/she acts as proxy as such member could exercise. In addition, a proxy shall be entitled to exercise the same powers on behalf of a member which is a corporation and for which he/she acts as proxy as such member could exercise if it were an individual member.
- Completion and delivery of the proxy form will not preclude you from attending and voting at the Meeting if you so wish, but your proxy’s authority to vote on a resolution is to be regarded as revoked if you attend in person at the meeting and vote on that particular resolution.
- The Company reserves its right to treat any proxy form which has been incorrectly completed in some manner as valid if such incorrectness is considered by the Company, at its absolute discretion, not material.
- The Company reserves its right to request (i) any member or his/her/its proxy to produce proof of identity when attending the Meeting; and (ii) any representative of a corporate member to produce proof of identity and a copy of the resolution of the board of directors or other governing body or power of attorney of that member appointing such representative to attend the Meeting
- Pursuant to Rule 13.39(4) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, all resolutions set out in the Notice will be decided by poll at the meeting.
- All registered shareholders of the Company will be able to join the Meeting via an electronic meeting system for facilitating the conduct of the Meeting (“e-Meeting System”). The e-Meeting System can be accessed from any location with access to the internet via smartphone, tablet device or computer. Through the e-Meeting System, registered shareholders of the Company will be able to view the live video broadcast and participate in voting and submit questions online by using the username and password provided on the notification letter sent by the Company. Login details and information regarding the e-Meeting System are included in the Company’s notification letters to registered shareholders of the Company. Registered shareholders of the Company are requested to provide a valid email address of himself/herself/itself or his/her/its proxy (except for the appointment of the chairperson of the Meeting) for the proxy to receive the login access code to participate in the Meeting by electronic means through the e-Meeting System. Shareholders of the Company and their proxies are advised to keep the login credentials in safe custody and shall not disclose them to any other person.

Non-registered holders of the Company whose Shares are held in the Central Clearing and Settlement System through banks, brokers, custodians or the Hong Kong Securities Clearing Company Limited may also be able to attend the Meeting, vote and submit questions online. In this regard, they should consult directly with their banks, brokers or custodians (as the case may be) for the necessary arrangements.

In view of the current coronavirus disease 2019 (“COVID-19”) pandemic situation in Hong Kong and in order to comply with the social distancing measures under the relevant laws and regulations of Hong Kong (“**Social Distancing Regulations**”), the Meeting is intended to be held at the physical meeting location at 8/F, Building 22E, 22 Science Park East Avenue, Hong Kong Science Park, Shatin, New Territories, Hong Kong (“**Physical Meeting Location**”) with the minimum number of persons present as is legally required to form a quorum, together with a limited number of other attendees to ensure proper conduct of the Meeting, whereas the quorum will be formed by the Directors or staff members of the Group who are shareholders of the Company or proxies to maintain an internal grouping and minimise the risks posed by COVID-19. Other Directors, shareholders of the Company or their proxies or corporate representatives should only attend the Meeting by electronic means via the e-Meeting System. **Any shareholder of the Company or his/her/its proxy or corporate representative who attempts to attend the Meeting in person at the Physical Meeting Location will NOT be permitted entry.**

If any shareholder of the Company has any question on the arrangements of attending the Meeting by electronic means, please contact Tricor Tengis Limited, the Company’s Hong Kong branch share registrar and transfer office, at the following address or by the following means:

Address: Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong  
Email: is-enquiries@hk.tricorglobal.com  
Telephone: (852) 2980-1333 from 9:00 a.m. to 5:00 p.m. (Monday to Friday, excluding Hong Kong public holidays)

Due to the constantly evolving COVID-19 pandemic situation in Hong Kong, the Company may be required to change and adopt contingency plans for the Meeting arrangements at short notice, and the Company will ensure that the Meeting arrangements are in compliance with its articles of association and applicable laws and regulations. In particular, if the social distancing measures under the Social Distancing Regulations have been significantly relaxed prior to the Meeting and such relaxation remains in effect at the time when the Meeting is held, the Company might consider permitting limited attendance by shareholders of the Company or their proxies or corporate representatives at the Meeting in person at the Physical Meeting Location, after taking into account various factors such as the need to safeguard the health and safety of the shareholders of the Company and other attendees and to prevent and minimise the risk of spreading of COVID-19 and compliance with applicable laws and regulations of Hong Kong. In such circumstances, the Company will provide necessary updates to its shareholders by publishing further announcement(s) in relation thereto. Should any other changes be made to the Meeting arrangements, the Company will also use its best endeavours to provide necessary updates to its shareholders by publishing further announcement(s) regarding the Meeting arrangements. **Shareholders of the Company should check the latest policies and notices announced by the government of Hong Kong and the announcements of the Company for future updates on the Meeting arrangements.**

In view of the recent development of the pandemic caused by COVID-19, and in order to better protect the safety and health of the shareholders of the Company, a series of pandemic precautionary measures will be implemented at the venue of the Meeting:-

- (i) compulsory body temperature check will be conducted for every person at the entrance of the venue of Meeting. Any person with a body temperature of over 37.5 degree Celsius will not be admitted to the venue;
- (ii) every person is required to wear facial mask at the venue of the Meeting;
- (iii) seating in the Meeting venue will be arranged so as to allow for appropriate social distancing and number of attendees to the Physical Meeting Location will be limited as set out above; and
- (iv) no refreshments will be served at the Meeting.

Subject to the development of the COVID-19 pandemic and in compliance with applicable laws and regulations, the Company may implement further precautionary measures at the Meeting.

The Company wishes to remind its shareholders that physical attendance in person at the Meeting is not necessary for the purpose of exercising their voting rights and strongly advises the shareholders to either appoint the chairperson of the Meeting as a proxy to vote on relevant resolution(s) as instructed in accordance with this proxy form or to attend the Meeting via the e-Meeting System as an alternative to attending the Meeting in person in light of the continuing risks posed by the COVID-19 pandemic.

Shareholders of the Company and other participants who will attend the Meeting in person are advised to (a) consider carefully the risk of attending the Meeting, which will be held in an enclosed environment; (b) follow and comply with any laws, regulations, guidelines or requirements implemented by the government of Hong Kong relating to COVID-19 pandemic; and (c) not to attend the Meeting if they have contracted or are suspected to have contracted COVID-19 or have been in close contact with anybody who has contracted or is suspected to have contracted COVID-19.

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#### PERSONAL INFORMATION COLLECTION STATEMENT

“Personal Data” in this proxy form has the same meaning as “personal data” in the Personal Data (Privacy) Ordinance, Cap 486 of the laws of Hong Kong (“**PDPO**”), which includes the name(s) and address(es) of you and your proxy(ies).

Your supply of all Personal Data, including but not limited to the name(s) and address(es) of you and your proxy(ies), is on a voluntary basis. Personal Data of you and your proxy(ies) provided in this proxy form will be used for the purpose of and in connection with processing your request for the appointment of a proxy (or proxies) to attend, act and vote on your behalf as directed above at the Meeting of the Company (the “**Purposes**”). However, we may not be able to process your request unless you provide us with Personal Data of you and your proxy(ies). We may disclose to and/or transfer Personal Data of you and your proxy (or proxies) to the Company’s branch share registrar Tricor Tengis Limited, our agent, contractor, or third party service provider who provides administrative, computer and other services to us for use in connection with the Purposes and to such parties who are authorized by law to request for the Personal Data or are otherwise relevant for the Purposes and need to receive the Personal Data. The Personal Data of you and your proxy(ies) will be retained for such period as may be necessary to fulfil the Purposes and for our verification and record purposes. By providing the Personal Data of your proxy(ies) in this proxy form, you should have obtained the express consent (which has not been withdrawn in writing) from your proxy(ies) in using his/her Personal Data provided in this proxy form and that you have informed your proxy(ies) of the Purposes of and the manner in which his/her Personal Data may be used. You and your proxy(ies) have the right to request access to and/or correction of the relevant Personal Data in accordance with the provisions of PDPO and any such request should be in writing by mail to the Company/Tricor Tengis Limited at the above address.