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## **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”)

## **(1) POLL RESULTS AT THE ANNUAL GENERAL MEETING HELD ON 17 JUNE 2022 AND (2) RETIREMENT OF DIRECTORS**

### **POLL RESULTS AT THE ANNUAL GENERAL MEETING**

The Board is pleased to announce that all of the proposed ordinary resolutions as set out in the Notice were duly passed at the AGM held on 17 June 2022.

### **RETIREMENT OF DIRECTORS**

The Board hereby announces that each of Mr. Albert Thomas DA ROSA, Junior and Mr. Robert Maarten WESTERHOF retired from office as a non-executive Director and an independent non-executive Director respectively with effect from the conclusion of the AGM held on 17 June 2022.

Reference is made to the notice (“**Notice**”) of the annual general meeting (“**AGM**”) and the circular of the Company (“**Circular**”) both dated 26 April 2022. Unless otherwise defined, terms used herein shall have the same meaning as those defined in the Circular.

### **POLL RESULTS AT THE ANNUAL GENERAL MEETING**

At the AGM held on 17 June 2022, the voting on all proposed resolutions (the “**Resolutions**” and each a “**Resolution**”) as set out in the Notice was conducted by way of poll. The Hong Kong branch share registrar and transfer office of the Company, Tricor Tengis Limited, was appointed as the scrutineer for the vote-taking at the AGM.

The Board is pleased to announce that the poll results in respect of the Resolutions were as follows:

ORDINARY RESOLUTION(S)		Number of votes (%)	
		FOR	AGAINST
1.	To receive and adopt the audited consolidated financial statements and the reports of the directors of the Company (“ <b>Director(s)</b> ”) and the independent auditor of the Company (“ <b>Auditor</b> ”) for the year ended 31 December 2021.	1,466,378,765 (99.58%)	6,218,177 (0.42%)
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 of the Company to the shareholders of the Company whose names appear on the register of members of the Company on 8 July 2022, Friday.	1,472,596,932 (99.99%)	10 (0.01%)
3.	To re-appoint Messrs. Ernst & Young as the Auditor and authorise the board of Directors to fix their remuneration.	1,453,258,105 (98.69%)	19,338,837 (1.31%)
4. (a)	To re-elect Mr. SUN Li as a non-executive Director.	1,458,297,305 (99.03%)	14,299,637 (0.97%)
(b)	To re-elect Dr. TSENG Shieng-chang Carter as an independent non-executive Director.	1,455,719,084 (98.85%)	16,877,858 (1.15%)
5.	To authorise the board of Directors to fix the Directors’ remuneration.	1,471,969,117 (99.96%)	627,825 (0.04%)
6.	To grant the general mandate to the Directors to issue or otherwise deal with unissued shares of the Company (the “ <b>General Mandate</b> ”) as set out in item 6 of the Notice.	1,349,357,286 (91.63%)	123,239,656 (8.37%)
7.	To grant the repurchase mandate to the Directors to repurchase the shares of the Company (the “ <b>Repurchase Mandate</b> ”) as set out in item 7 of the Notice.	1,461,245,127 (99.23%)	11,351,815 (0.77%)
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.	1,347,575,888 (91.51%)	125,021,054 (8.49%)

ORDINARY RESOLUTION(S)		Number of votes (%)	
		FOR	AGAINST
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 (the “Scheme Mandate”) as set out in item 9 of the Notice.	1,350,551,699 (91.71%)	122,045,243 (8.29%)

Please refer to the Notice for the full text of the Resolutions proposed at the AGM. As at 13 June 2022 (i.e. the record date for the AGM): (i) the total number of issued Shares was 2,495,495,667; and (ii) the Trustees held a total of 101,723,417 Restricted Shares (which represents approximately 4.08% of the total number of issued Shares as at 13 June 2022), among which 87,915,162 are outstanding (i.e. granted but remained unvested) Restricted Shares.

As stated in the Circular, the Shareholders who are grantees of the aforesaid outstanding Restricted Shares are required to abstain from voting on the resolution approving the granting of the Scheme Mandate (i.e. Resolution No. 9) in respect of those Restricted Shares. According to the terms of the Scheme Rules and the Trust Deeds, the Trustees shall not exercise any voting rights in respect of any Shares held under the Trusts (including but not limited to any Restricted Shares, Returned Shares and Further Shares). Thus, no grantees of the aforesaid outstanding Restricted Shares will be entitled to exercise, or cause the Trustees to exercise, any voting rights in respect of such Restricted Shares. Save for that, no Shareholder is required to abstain from voting on the resolution approving the granting of the Scheme Mandate.

Hence, the total number of shares entitling the Shareholders to attend and vote for or against the Resolutions (other than Resolution No. 9) at the AGM was 2,495,495,667 (2,407,580,505 for Resolution No. 9); given that 101,723,417 of which were held by the Trustees, the actual number of Shares which gave rise to voting rights at the AGM was 2,393,772,250.

Save as aforementioned, there was no restriction on any Shareholders to cast votes on any of the Resolutions at the AGM and no parties had stated their intention in the Circular to vote against any of the Resolutions or to abstain from voting at the AGM, and there were no (i) Shares entitling the Shareholders to attend and abstain from voting in favour of the Resolutions at the AGM, nor (ii) Shares of holders that are required under the Listing Rules to abstain from voting.

As more than 50% of the valid votes were cast in favour of each of the above Resolutions (with Resolutions No. 4(a) to 4(b) each as a separate Resolution), each of the Resolutions was duly passed as an ordinary resolution of the Company by way of poll at the AGM.

As at the date of the AGM, the total number of the Company's issued Shares was 2,495,495,667, with reference to which each of the General Mandate under Resolution No. 6, the Repurchase Mandate under Resolution No. 7 and the Scheme Mandate under Resolution No. 9 will be determined accordingly.

As at the time of the AGM, the Board comprised 11 Directors, 10 of them, namely Ms. DU Juan, Mr. HU Dien Chien, Mr. WANG Cheng, Mr. Albert Thomas DA ROSA, Junior, Mr. SUN Li, Mr. LI Yuhao, Mr. Robert Maarten WESTERHOF, Dr. TSENG Shieng-chang Carter, Professor WANG Yijiang and Mr. LAU Siu Ki, attended the AGM in person or by electronic means. The remaining one Director did not attend the AGM due to other pre-arranged business commitments.

## **RETIREMENT OF DIRECTORS**

As stated in the Circular, Mr. Albert Thomas DA ROSA, Junior and Mr. Robert Maarten WESTERHOF shall retire from office as a non-executive Director and an independent non-executive Director respectively with effect from the conclusion of the AGM and would not offer themselves for re-election to focus on their other personal commitments which require more of their dedication and time commitment. Accordingly, each of Mr. Albert Thomas DA ROSA, Junior and Mr. Robert Maarten WESTERHOF retired from office as a non-executive Director and an independent non-executive Director respectively with effect from the conclusion of the AGM held on 17 June 2022.

Each of Mr. Albert Thomas DA ROSA, Junior and Mr. Robert Maarten WESTERHOF has confirmed that he has no disagreement with the Board and there is no matter relating to his retirement that needs to be brought to the attention of the Shareholders or the Stock Exchange.

The Board would like to express its sincere gratitude to Mr. Albert Thomas DA ROSA, Junior and Mr. Robert Maarten WESTERHOF for their valuable contributions to the Company during their tenure of service as Directors.

On behalf of the Board  
**DU Juan**  
Chairperson

Hong Kong, 17 June 2022

*As at the date of this announcement, the Board comprises Ms. DU Juan, Mr. YAN Xiaolin and Mr. HU Dien Chien as executive Directors, Mr. WANG Cheng, Mr. Albert Thomas DA ROSA, Junior, Mr. SUN Li and Mr. LI Yuhao as non-executive Directors and Mr. Robert Maarten WESTERHOF, Dr. TSENG Shieng-chang Carter, Professor WANG Yijiang and Mr. LAU Siu Ki as independent non-executive Directors.*