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## **TCL COMMUNICATION TECHNOLOGY HOLDINGS LIMITED**

### **TCL 通訊科技控股有限公司**

*(Incorporated in the Cayman Islands with limited liability)*

(Stock Code: 2618)

### **NOTICE OF EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that an extraordinary general meeting (the “EGM”) of TCL Communication Technology Holdings Limited (the “Company”) will be held at 2:30 p.m. on 9 August 2016, Tuesday at Rooms 1910-12A, 19/F, Tower 3, China Hong Kong City, 33 Canton Road, Tsimshatsui, Kowloon, Hong Kong, to consider and, if thought fit, pass (with or without modifications) the following resolution(s) as ordinary resolution(s):

#### **ORDINARY RESOLUTIONS**

1. “(a) **THAT** the proposed amendments to the Pre-IPO Share Option Scheme (as defined in the circular of the Company dated 25 July 2016 (the “Circular”)) as set out in the letter from the board in the Circular and contained in the revised Pre-IPO Share Option Scheme, a copy of which is available for inspection as produced to this meeting marked “A” and for the purposes of identification initialled by the chairman of this meeting be and are hereby approved; and  
  
(b) **THAT** any one Director (as defined in the Circular), or a Director and a secretary of the Company or a second Director or some other person appointed by the Board (as defined in the Circular) for the purpose if the affixation of the common seal is necessary, be and is/are hereby authorised to exercise all rights and powers available to him/her/them as he/she/they may in his/her/their sole discretion consider necessary or expedient to give full effect to the amendments to the Pre-IPO Share Option Scheme.”
2. “(a) **THAT** the proposed amendments to the Share Option Scheme (as defined in the Circular) as set out in the letter from the board in the Circular and contained in the revised Share Option Scheme, a copy of which is available for inspection as produced to this meeting marked “B” and for the purposes of identification initialled by the chairman of this meeting be and are hereby approved; and

- (b) **THAT** any one Director, or a Director and a secretary of the Company or a second Director or some other person appointed by the board of Directors for the purpose if the affixation of the common seal is necessary, be and is/are hereby authorised to exercise all rights and powers available to him/her/them as he/she/they may in his/her/their sole discretion consider necessary or expedient to give full effect to the amendments to the Share Option Scheme.”
3. “(a) **THAT** conditional upon the coming into effect of the Share Award Scheme Amendment (as defined in the Circular), the Company be and is hereby approved to continue to issue and allot the New Shares (as defined in the Circular) under the Share Award Scheme (as defined in the Circular), as amended by the Share Award Scheme Amendment, under the New Specific Mandate (as defined in the Circular) in accordance with all applicable laws and regulations; and
- (b) any director of the Company be and is hereby authorised to take any step and sign, execute and deliver all such other documents as he considers necessary, desirable or expedient to carry out or give effect to or otherwise in connection with the New Specific Mandate, and to agree to such variation, amendment or waiver as are in his opinion in the interest of the Company.”
4. “(a) **THAT** conditional upon the coming into effect of the Share Award Scheme Amendment, the Connected Grants Amendment (as defined in the Circular) be and is hereby approved; and
- (b) **THAT** any director of the Company be and is hereby authorised to take any step and sign, execute and deliver all such other documents as he considers necessary, desirable or expedient to carry out or give effect to or otherwise in connection with the Connected Grants Amendment, and to agree to such variation, amendment or waiver as are in his opinion in the interest of the Company.”

On behalf of the Board  
**LI Dongsheng**  
*Chairman*

Hong Kong, 25 July 2016

*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 EGM is entitled to appoint more than one proxy or a duly authorised 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 EGM and any adjournment thereof should you so wish. In such event, his form of proxy will be deemed to have been revoked.

2. A form of proxy for the EGM is enclosed with the Company's circular dated 25 July 2016. In order to be valid, the form of proxy duly completed and signed in accordance with the instructions printed thereon together with the 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 EGM or any adjournment thereof.
3. The register of members of the Company will be closed from 8 August 2016 (Monday) to 9 August 2016 (Tuesday), for the purposes of determining the entitlements of the members of the Company to attend and vote at the EGM. No transfers of Shares may be registered on that day. In order to qualify for the aforesaid entitlements, all transfer documents 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 5 August 2016 (Friday).
4. If there is a black rainstorm warning signal or a tropical cyclone warning signal number 8 or above in force at or after 7:30 a.m. on 9 August 2016 and/or the Hong Kong Observatory has announced at or before 7:30 a.m. on 9 August 2016 that either of the above mentioned warnings is to be issued within the next two hours, the EGM shall automatically be postponed to the next Business Day on which no black rainstorm warning signal or tropical cyclone warning signal number 8 or above is hoisted between the hours from 7:30 a.m. to 9:30 a.m. and in such case the EGM shall be held at 4:00 p.m. on that Business Day at Rooms 1910-12A, 19/F, Tower 3, China Hong Kong City, 33 Canton Road, Tsimshatsui, Kowloon, Hong Kong. "Business Day", in this context, shall mean a day (not being Saturday, Sunday or public holiday) on which licensed banks in Hong Kong are open for general banking business.
5. In accordance with the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, the above resolutions will be voted on by way of poll.
6. As at the date of this announcement, the Board comprises Mr. LI Dongsheng, Mr. GUO Aiping and Mr. Nicolas Daniel Bernard ZIBELL, being the executive Directors; Mr. HUANG Xubin and Mr. LIAO Qian, being the non-executive Directors; Mr. LAU Siu Ki, Mr. LOOK Andrew and Mr. KWOK Hoi Sing, being the independent non-executive Directors