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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)

# **(1) PROPOSED AMENDMENTS TO THE MEMORANDUM AND ARTICLES OF ASSOCIATION (2) CHANGE IN COMPOSITION OF REMUNERATION COMMITTEE AND (3) ESTABLISHMENT OF ENVIRONMENTAL, SOCIAL AND GOVERNANCE COMMITTEE**

This announcement is made by TCL Electronics Holdings Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) pursuant to Rule 13.51(1) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) (the “**Listing Rules**”).

## **PROPOSED AMENDMENTS TO THE MEMORANDUM AND ARTICLES OF ASSOCIATION**

The Stock Exchange published the Information Paper on Rule Amendments to Implement an Uncertificated Securities Market and “Issuer Platform” in May 2025, under which, among others, it was announced that the Listing Rules will be amended to require an issuer of Prescribed Securities (as defined in the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)) to amend the provisions in its constitutional documents to ensure that they do not conflict with laws and regulations related to its Prescribed Securities becoming participating securities, including provisions and terms regarding the holding or transfer of title to the Prescribed Securities.

The board (the “**Board**”) of directors (the “**Directors**”) of the Company proposed to amend the existing memorandum and articles of association of the Company (the “**Existing Memorandum and Articles**”) in order to bring the memorandum and articles of association of the Company (the “**Memorandum and Articles**”) in line with the relevant requirements of the Listing Rules as well as the applicable laws of the Cayman Islands, including preparing for the uncertificated securities market regime.

The Board also proposed to amend the Existing Memorandum and Articles, among others, to (i) reflect the amendments to the Listing Rules relating to treasury shares which took effect in July 2024 to explicitly provide that the Company may hold the shares of the Company bought back in treasury and sell or transfer treasury shares subject to the laws of its place of incorporation, constitutional documents and the Listing Rules; and (ii) explicitly incorporate the implied consent mechanism for disseminating corporate communications to shareholders of the Company (the “**Shareholders**”) by means of electronic communication.

Other housekeeping and consequential amendments to the Memorandum and Articles are also proposed, including making consequential amendments in connection with the above amendments to the Memorandum and Articles and for clarity and consistency with the other provisions of the Memorandum and Articles where it is considered desirable and to better align the wording with those of the Listing Rules and the applicable laws of the Cayman Islands.

The Board will put forward the proposed amendments to the Memorandum and Articles (the “**Proposed Amendments**”) to the Shareholders for consideration and (if thought fit) approval as a special resolution at a general meeting of the Company.

A circular (the “**Circular**”) in respect of the general meeting which (among others) gives full details of the Proposed Amendments will be sent to the Shareholders on or around 29 April 2026. Please refer to the Circular for further details.

#### **CHANGE IN COMPOSITION OF REMUNERATION COMMITTEE**

The Board announces that Mr. PENG Pan (“**Mr. PENG**”), who is an executive Director and the chief financial officer of the Company, ceases to be a member of the remuneration committee of the Company (the “**Remuneration Committee**”) with effect from 27 March 2026 to devote more time to focus on his other positions held with the Group.

The Board would like to express its sincere gratitude to Mr. PENG for his valuable contributions to the Company during his tenure of service as a member of the Remuneration Committee.

#### **ESTABLISHMENT OF ENVIRONMENTAL, SOCIAL AND GOVERNANCE COMMITTEE**

The Board also announces that, on the same date, the Board has resolved to establish the environmental, social and governance committee of the Company (the “**ESG Committee**”), for the purposes of, among others, overseeing and advising on the Group’s environmental, social and governance strategies, policies, performance and related reporting matters.

The initial members of the ESG Committee comprise Ms. DU Juan, Mr. ZHANG Shaoyong, Mr. PENG Pan and Mr. SUN Li.

On behalf of the Board  
**TCL Electronics Holdings Limited**  
**DU Juan**  
*Chairperson*

Hong Kong, 27 March 2026

*As at the date of this announcement, the Board comprises Ms. DU Juan, Mr. ZHANG Shaoyong, Mr. PENG Pan and Mr. SUN Li as executive Directors and Professor WANG Yijiang, Mr. LAU Siu Ki and Mr. HUI Chi Kin Max as independent non-executive Directors.*